

1201 HAYS STREET
TALLAHASSEE, FL 32301
900-342-8000
1-222-0000 TAX

N96000004214



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 051472 82071A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 13, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 051472

CUSTOMER NO: 82071A

CUSTOMER: Robert Allen Stermer, Esq
DEAN & DEAN, P.A.

230 Northeast 25th Avenue

Ocala, FL 34470-2938

DOMESTIC FILING

NAME: BIG BROTHERS/BIG SISTERS OF
NORTH CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

RECEIVED
STATE
CORPORATIONS
96 AUG 13 PM 1:21

RECEIVED
96 AUG 13 PM 10:43
DIVISION OF
INCORPORATION
306

ARTICLES OF INCORPORATION

OF

**BIG BROTHERS/BIG SISTERS OF NORTH CENTRAL
FLORIDA, INC.**

A FLORIDA NON-PROFIT CORPORATION

ARTICLE I

CORPORATE NAME

The name of this corporation is **BIG BROTHERS/BIG SISTERS OF NORTH CENTRAL FLORIDA, INC.** and the street address and mailing address is 230 N.E. 25th Avenue, Ocala, FL 34470-2938.

ARTICLE II

CORPORATE NATURE

This is a not-for-profit corporation, organized solely for general charitable, educational, fraternal and social purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

This corporation is organized for the following purposes:

FILED
STATE
CORPORATIONS
95 AUG 12 PM 1:21

(a) To provide adult guidance and companionship to children from single parent families and to other children who need such guidance and companionship;

(b) To engage in any and all lawful activities which are permitted by Chapter 617 of the Florida Statutes, as amended from time to time and Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder, as amended from time to time.

ARTICLE V

POWERS

The powers of the Corporation include all powers available to not-for-profit corporations organized under Chapter 617 of Florida Statutes.

ARTICLE VI

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of no more than (30) persons.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors shall serve for a three-year term until the annual meeting of members following the expiration of the election of term of such Director and until the qualification of the successors in office. Annual meetings shall be held at 230 N. E. 25th Avenue, Ocala, Florida, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all voting members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jim Anthony	Post Office Box 550, Ocala, FL 34478
Lori Boring	109 W. Silver Springs Blvd., Ocala, FL 34470
Ed Dean	230 N.E. 25th Avenue, Ocala, FL 34470
Al Booth	550 N.E. 25th Avenue, Ocala, FL 34470
Elaine Harrington	3100 S.W. College Rd., Ocala, FL 34474
Stanley Jacobs	2091 N.E. 35th Street, Ocala, FL 34471
Fred Matthews	RR3, Box 667, Williston, FL 32696
Harvey Robinson	605 N.W. 8th Street, Ocala, FL 34475
William Jack Singbush	110 N.W. 1st Street, Ocala, FL 34470
Dorothy Anderson	2042 E. Silver Springs Blvd., Ocala, FL 34470
Dr. Marie Foster	Post Office Box 1388, Ocala, FL 34478
Sarah Townley	Post Office Box 221, Candler, FL 32111
Catherine Trammell	2441 W. Silver Springs Blvd., Ocala, FL 34475
John Jeter	2303 S.E. 17th Street, #203, Ocala, FL 34471
Robert Luther	112 N. Magnolia Avenue, Ocala, FL 34474
Shawn Mullins	P. O. Drawer 1719, Bronson, FL 32621
Addie Rawls	2251 S. E. 52nd Court, Ocala, FL 34471
Fred Schweitz	400 S.W. 48th Street Rd., Ocala, FL 34474

B. Corporate Officers. The Board of Directors shall elect or appoint the following officers: President, First Vice President, Second Vice President, Secretary and Treasurer, and such other officers as the Directors of this corporation may authorize from time to time. The officers shall manage the day to day affairs of the corporation subject to the instructions and guidance of the Board of Directors. Initially, such officers shall be elected at the first annual meeting of the Directors. Subsequent elections shall take place at such times as are set forth in the Bylaws. Until such initial election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Stan Jacobs	P. O. Box 670, Ocala, FL 34478
First Vice President: Steven Wingo	21 N.E. 1st Avenue, Ocala, FL 34474
Second Vice President: Mary Virga	3386 CR 204, Bushnell, FL 33513
Secretary: Elaine Harrington	3100 S.W. College Rd., Ocala, FL 34474
Treasurer: Jim Anthony	35 S.E. 1st Avenue, Ocala, FL 34470

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by any employee and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VIII

MEMBERS

A. Voting Members. The voting members of the corporation shall be the directors of the corporation and those Big Brothers and Big Sisters of the corporation who have paid their individual membership fees for the current year. Any person who is over 18, and who is a resident of the corporation's Service community as specified by Big Brothers/Big Sisters of

America, is qualified to be a director of the corporation. All voting members will be entitled to vote, in person or by proxy, on the following matters:

- 1) The election of the directors of the corporation at the corporation's annual meeting;
- 2) All amendments to these Articles of Incorporation; and
- 3) Any amendments to the Bylaws of the corporation which affects the rights of the membership of the corporation at large, provided that notice of all proposed amendments to the Bylaws shall be given to the voting members. Only the directors shall be entitled to vote on all other matters related to or affecting the business of the corporation.

B. Non Voting Members. The non voting members of the corporation shall be all Big Brothers Big Sisters of the corporation who have not paid their individual membership fee for the current year, and those qualified persons approved by the Board of Directors.

Any person who is over the age of 18 and a resident of the Service Community is qualified to be a non voting member of the corporation. A non voting member shall be admitted as such when he or she is approved by the Board of Directors or when he or she is engaged by the corporation as a Big Brother or Big Sister until such time as the Big Brother or Big Sister has paid his or her individual membership fee for the current year.

ARTICLE IX

SUBSCRIBERS

The subscriber of these Articles of Incorporation is the following person who has executed the Articles of Incorporation:

Name	Address
H. Edward Dean	230 N.E. 25th Avenue, Ocala, FL 34470

ARTICLE X

BYLAWS

The power to make, alter, and rescind this corporation's bylaws shall be vested in the voting members. The making, altering or rescinding of Bylaws may be done by a vote of not less than two-thirds (2/3) of the voting members voting in person or by proxy at a meeting of the membership which is attended, in person, by not less than one-half (1/2) of the number then serving as directors of the corporation.

ARTICLE XI

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 230 N. E. 25th Avenue, Ocala, Florida 34470-2938 and the name of its registered agent at said address shall be Robert A. Stermer.

ARTICLE XI

AMENDMENT OF ARTICLES

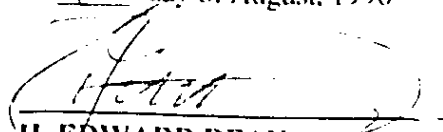
The power to amend, alter, modify or rescind these Articles of Incorporation shall be vested in the voting members. These Articles of Incorporation may be amended by a vote of not less than two-thirds (2/3) of the voting members voting in a proxy at a meeting of the membership which is attended, in person, by not less than one-half (1/2) of the number then serving as directors of the corporation.

ARTICLE XII

DISSOLUTION AND LIQUIDATION

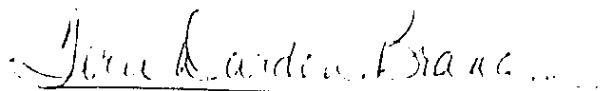
Upon dissolution or liquidating of the corporation, the assets of the corporation, after payment to creditors, shall be distributed only for charitable purposes to one or more organizations, chosen by the Board of Directors, contributions to which are deductible under Section 1780 of the Internal Revenue Code.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 8 day of August, 1996


H. EDWARD DEAN

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and acknowledged before me by **H. EDWARD DEAN**, as Subscriber and Incorporator of Big Brothers/Big Sisters of North Central Florida, Inc., who is personally known to me, this 8th day of August, 1996.



Notary Public

My commission expires:



TERRI DARDEN BRANAM
MY COMMISSION # 00447362 EXPIRES
March 22, 1999
BONDED THRU TROY PAW INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS
MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

In pursuance of Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

That **BIG BROTHERS/BIG SISTERS OF NORTH CENTRAL FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Ocala, County of Marion and State of Florida has named **ROBERT A. STERMER** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. The registered agent is familiar with and accepts the obligations of the position.


ROBERT A. STERMER

6511213 PM 1:21